

**Los Alamos National Security, LLC (LANS)
Los Alamos National Laboratory (LANL)**

**REQUEST FOR PROPOSAL
INSTRUCTIONS TO OFFERORS
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1. GENERAL (Mar 2012)

Unless otherwise specified in the RFP Invitation Letter, an Offeror will allow a minimum one hundred eighty (180) calendar days for acceptance of its proposal (i.e., an Offeror's proposal shall remain valid for the time specified).

The preparation of a proposal shall be by and at the sole expense of the Offeror. LANS reserves the right to cancel this solicitation at any time and LANS shall not incur any liability/damages associated with such cancellation.

Proposals submitted will not be returned. All proposals not retained by LANS for official purposes will be destroyed.

The term "Request for Proposal Documents" denotes the RFP Invitation Letter, Instruction to Offerors, Offeror's Proposal Letter, and all Subcontract Documents. "Subcontract Documents" denotes the Subcontract Form of Agreement and all exhibits referenced thereon. Other capitalized words within a sentence have the meaning shown in the General Condition titled "Definitions" found in Exhibit "A" General Conditions.

2. AMENDMENT OF SOLICITATION (Mar 2012)

LANS may, by amendment, modify any provision or part of the Request for Proposal (RFP) Documents at any time prior to the award of any resultant subcontract. If the RFP Documents are modified, all terms and conditions that are not modified remain unchanged.

Offerors shall acknowledge receipt of any amendments to the RFP by email or facsimile to the LANS' Procurement Specialist identified in the RFP Invitation Letter. In addition, Offerors must also acknowledge receipt of all amendments within the Offeror's Proposal Letter.

3. PREPARATION AND SUBMISSION OF PROPOSALS (Feb 2013 - Deviation)**Proposal Delivery**

- a. Proposal submissions sent via the U. S. Postal Service should be addressed as follows:

Los Alamos National Security, LLC
Attn: Darren Knox
P.O. Box 1663, MS D447
Los Alamos, New Mexico 87545

- b. Proposal submissions sent via other delivery services such as UPS, Federal Express, Airborne, etc. should be addressed as follows:

Los Alamos National Security, LLC
Attn: Darren Knox, MS D447
Bldg. SM-30 Bikini Atoll Road
Los Alamos, New Mexico 87545

- c. Proposals that are hand-carried should only be delivered to:

Los Alamos National Security, LLC
Attn: Darren Knox
125 Central Park Square (Across 15th Street from the YMCA)
Los Alamos, New Mexico 87544

Late Proposals

Any proposal received after the due date and time stated in the RFP Invitation Letter may be rejected. However, proposals received after the due date and time, and before award is made, may be accepted, if one of the following conditions exists:

- The proposal was sent by registered or certified mail not later than the fifth calendar day before the due date;
- The proposal was sent by express mail, next-day service, and received and time stamped by the LANS' Receiving Department at SM-30 one day prior to the due date;
- The proposal was sent in sufficient time to meet the due date and the LANS Procurement Specialist determines that the late receipt was due to mishandling by the U.S. Post Office, delivery service, or by LANS; or
- The proposal, otherwise conforming to the Request for Proposal Documents, will be the most advantageous to LANS.

Proposal Media

Proposals shall be submitted in two volumes:

1. Commercial Proposal Volume
2. Technical Proposal Volume

An Offeror must submit its 'original' proposal using 8½" x 11" paper in two (2) loose-leaf three-ring binders, one being the Commercial Proposal Volume and the other being the Technical Proposal Volume. These proposal binders must be clearly marked on the outside of each binder as "Commercial Proposal" or "Technical Proposal" as appropriate. The Offerors proposal must be named and organized in the manner indicated below under Proposal Documents to facilitate identity of the documents and review by the Source Selection Committee. Offerors must use 10 point font or larger for legibility. It is LANS' preference that printing is done on both sides of a sheet of paper where possible.

An Offeror must also submit four (4) copies of its proposal on compact disk (CD). Four copies on CD shall be construed as eight (8) CDs in total (four "Commercial Proposal" copies and four "Technical Proposal" copies). Each CD must be clearly labeled as "Commercial Proposal" or "Technical Proposal" and shall also be labeled as to the copy number ("Copy #1, etc..."). The electronic files on the CDs must be identical to the "original" paper proposal and must also be named and organized in the manner indicated below under Proposal Documents. An Offeror's submission of these CDs will be considered certification to LANS that they are free of viruses and other malware.

Proposal Documents

The proposal documents identified below are all required and must be submitted as part of an Offeror's proposal. Complete and accurate submittal of the information requested will be the basis to determine whether an Offeror's proposal is responsive to this RFP. Failure to complete and return each of the Commercial Proposal Volume or Technical Proposal Volume documents requested below may result in the Offeror's proposal being determined non-responsive. Supplements to these documents will be accepted if additional information is needed to present a complete and effective proposal.

A component supplier for an Offeror may submit a supplement for the Offeror's proposal directly to the LANS Procurement Specialist and that supplement will be accepted if a compelling reason for such a submission exists (i.e. the supplement contains proprietary technical information). The supplement must be referenced in the Offeror's proposal and the supplement must also contain reference to the Offeror's proposal. In any instance when such a supplement is issued by a component supplier, the Offeror is responsible to ensure:

1. The supplement does not place its proposal in conflict with these Instructions to Offerors. Such conflict may include, but is not limited to proposal delivery, media, and page count. LANS assumes no responsibility/liability for any failure to comply with the Instructions.

2. Its proposal provides adequate details of the applicable component as to the cost, performance characteristics, and interface within the Trinity and NERSC-8 systems.

The contents and page limits for each are identified below. Unless otherwise stated below, a proposal document will not be incorporated in the resultant subcontracts and will only be used for evaluation of an Offeror's proposal.

Commercial Proposal Volume

NOTE: There is no page limit for the Commercial Proposal Volume.

- ***Offeror's Proposal Letter (Commercial Volume Document No. 1)***

A copy of this document is attached hereto for an Offeror's use in preparing its proposal. An Offeror shall complete the Offeror's Proposal Letter and submit the letter with its proposal. Proposals by joint ventures, consortia, associations or partnerships shall designate one single participant to represent all those forming the offering entity, and shall list the full names and addresses of all participants in the offering entity. The name of the signatory shall be typed or otherwise clearly imprinted below each signature, and a corporate Offeror shall state its place of incorporation. Evidence of the signatory's authority shall be included if the offering entity is a joint venture, association, consortia or partnership; if not, satisfactory evidence of the authority of any signatory shall be furnished when requested.

- ***Representations and Certifications (Commercial Volume Document No. 2)***

A copy of this document is attached hereto for an Offeror's use in preparing its proposal. An Offeror shall complete, sign and submit with its proposal. If an offering entity is a joint venture, association, consortia or partnership, each member entity must submit individual Representations and Certifications. The successful Offeror's submittal will be incorporated in any resultant subcontract.

- ***Exhibit "C" Form A-1 Proposed Schedule of Quantities and Prices (Commercial Volume Document No. 3)***

A copy of this document is attached hereto for an Offeror's use in preparing its proposal. An Offeror shall complete the Proposed Pricing Schedules therein or reasonable facsimiles thereof, inclusive of similar levels of itemization, and submit with its proposal.

- ***Exhibit "C" Form B-1 Proposed Milestone and Payment Schedules (Commercial Volume Document No. 4)***

A copy of this document is attached hereto for an Offeror's use in preparing its proposal. An Offeror shall complete and submit with its proposal.

- ***Exhibit "C" Form G Offeror's Additional Representations (Commercial Volume Document No. 5)***

A copy of this document is attached hereto for an Offeror's use in preparing its proposal. An Offeror shall complete and submit with its proposal, representing that it is capable of meeting:

- the insurance requirements contained in the sample subcontract Exhibit B, SC-10(B) *Insurance Requirements*. The Offeror to whom the subcontract is awarded (i.e., SUBCONTRACTOR) shall deliver to LANS and UC no later than ten (10) days after subcontract award but in any event prior to commencing the Work or entering the Jobsite(s), certificates of insurance and endorsements required by Exhibit B, Special Condition SC-10B, in the form acceptable to LANS and UC, attesting to the fact that the policies of insurance required by the Subcontract Documents have been obtained.
- the requirements contained in Exhibit "F", Environmental, Safety and Health Requirements.

- the requirements contained in Exhibit “G”, Security Requirements.
 - Foreign Ownership, Control, or Influence (FOCI) is not required for the design, development, and delivery of the Trinity Computing Platform (escorts will be used for delivery of system to LANL). However, “Q” clearances will be required (and thus FOCI will be required) if certain options are exercised for maintenance and support or for system analysts at LANL. Therefore, it is required that Offerors already have or be able to obtain a FOCI approval.
 - There is no requirement for FOCI on the NERSC-8 Computing Platform.
- the requirements contained in Exhibit “H”, Quality Assurance Requirements.
- **Form 3194.00.0993, Small Business Subcontracting Plan (Commercial Volume Document No. 6)**

A copy of this form is attached hereto for an Offeror’s use in preparing its proposal if the Offeror is not a small business concern. An Offeror submitting a proposal in response to this RFP, who is not a small business concern, is required to submit a small business subcontracting plan, in accordance with FAR 52.219-9, Small Business Subcontracting Plan, paragraph (d), as part of its proposal, unless it claims an exemption within the SMALL BUSINESS AND SMALL DISADVANTAGED BUSINESS SUBCONTRACTING CERTIFICATION in its Representations and Certifications.

The following conditions shall apply to those Offerors who are required to submit a small business subcontracting plan.

1. No subcontract will be awarded unless and until an acceptable subcontracting plan, if required, is negotiated with LANS and the approved plan is incorporated as a material part of the subcontract.
 2. As determined by LANS, an acceptable subcontracting plan must provide the maximum practicable opportunity for Small Business, Veteran-Owned Small Business, Service-Disabled Veteran-Owned Small Business, HUBZone Small Business, Small Disadvantaged Business, and Women-Owned Small Business concerns to participate in the performance of the subcontract.
 3. If an acceptable subcontracting plan is not negotiated with LANS within the time limits prescribed, the Offeror shall be ineligible for an award. LANS shall notify the Offeror in writing of the reasons for determining a subcontracting plan to be unacceptable and allow adequate time for the Offeror to modify its plan.
 4. Commercial subcontracting plans on a company-wide basis must have a current Federal agency approval and are acceptable for commercial products only.
 5. Master subcontracting plans on a division-wide or plant-wide basis must contain individual subcontracting goals for the particular subcontract.
 6. Offeror shall complete, sign and submit Form 3194.00.0993 *Small Business Subcontracting Plan* with its proposal.
- **Letter from Offeror’s Insurance Company on Experience Modification Rate (EMR) Data (Commercial Volume Document No. 7)**
An Offeror shall submit with its proposal the letter from its insurance company that is required by Exhibit F, Attachment F3-1, Safety Performance Eligibility Requirements.
 - **Amount Offered for Subcontractor’s Regional and Community Development Plan (Commercial Volume Document No. 8)**
An Offeror shall prepare a statement on its letterhead as to the amount it is offering in accordance with the Instruction below titled ‘Subcontractor’s Regional and Community Development Plan.’

Summary of Required Commercial Volume Proposal Documents

| Commercial Volume Document No. | Title |
|---------------------------------------|-------------------------------------------------------------------------------------------|
| 1 | <i>Offeror's Proposal Letter</i> |
| 2 | <i>Representations and Certifications</i> |
| 3 | <i>Exhibit "C" Form A-1 Schedule of Proposed Quantities and Prices</i> |
| 4 | <i>Exhibit "C" Form B-1 Schedule of Proposed Milestones and Payments</i> |
| 5 | <i>Exhibit "C" Form G Offeror's Additional Representations</i> |
| 6 | <i>Form 3194.00.0993, Small Business Subcontracting Plan</i> |
| 7 | <i>Letter from Offeror's insurance company on Experience Modification Rate (EMR) data</i> |
| 8 | <i>Amount Offered for Subcontractor's Regional and Community Development Plan</i> |

Technical Proposal Volume

NOTES: (i) The Technical Proposal Volume is limited to 150 consecutively numbered pages, exclusive of the Exhibit "C" documents provided in accordance with the Summary of Required Technical Volume Proposal Documents below.

(ii) An Offeror shall not reveal prices or pricing information of any kind within its Technical Proposal volume.

- **Exhibit "C" Form C-1, Lower-Tier Subcontractor and Vendor Experience Statement (Technical Volume Document No. 1)**

A copy of this document is attached hereto for an Offeror's use in preparing its proposal. An Offeror shall complete and submit with its proposal.

- **Exhibit "C" Form H, Resume of Key Personnel (Technical Volume Document No. 2)**

A copy of this document is attached hereto for an Offeror's use in preparing its proposal. An Offeror shall submit the requested information with its proposal.

- **Exhibit "C" Form I, Summary of QA / QC Program (Technical Volume Document No. 3)**

A copy of this document is attached hereto for an Offeror's use in preparing its proposal. An Offeror shall submit the requested information with its proposal.

- **Exhibit "C" Form N, Experience Statement (Technical Volume Document No. 4)**

A copy of this document is attached hereto for an Offeror's use in preparing its proposal. An Offeror shall complete and submit with its proposal.

- **Exhibit "F", Attachment F3-2, Environment, Safety and Health History Worksheet (Commercial Volume Document No. 5)**

A copy of this document is attached hereto for an Offeror's use in preparing its proposal. An Offeror shall complete, sign and submit the worksheet with its proposal. It is LANS' policy that all work performed at LANL shall be conducted in a manner that protects workers, the public, and the environment. The objective of this policy is to establish a consistent site-wide approach to worker protection by incorporating safety and health into daily activities. Any response received which does not provide the required supporting documentation as outlined in Exhibit F, Attachment F3-2, Safety Performance Eligibility Requirements as well as Exhibit F, Attachment F3-2, Environmental, Safety and Health Worksheet, or which exceeds any of

the maximum allowable averages, or which has fewer than three years of demonstrated safety and/or environmental performance may, at LANS' sole discretion, be considered unacceptable.

- **Technical Data Summary Sheet (Technical Volume Document No. 6)**

A copy of this document is attached hereto for an Offeror's use in preparing its proposal. An Offeror's Technical Proposal shall include this Technical Data Summary Sheet to summarize its proposed systems.

- **Technical Design and Configuration (Technical Volume Document No. 7)**

An Offeror's Technical Proposal shall include a narrative describing its technical design and configuration in conducting and accomplishing the Work under this Subcontract. The Technical Requirements Document to this RFP [Dated 5-23-13] is intended for use by Offerors as the basis on which to submit its technical design and configuration. This RFP contains a MS Word version of the Technical Requirements Document to facilitate this requirement and an Offeror should incorporate its technical design and configuration directly into the Technical Requirements Document to the greatest practical extent. In accordance with the Mandatory Design Requirements within the Technical Requirements document, an Offeror's Technical Proposal Volume shall include (i) distinct sections showing how and where their proposed Trinity and NERSC-8 Platforms differ, (ii) a detailed architectural description of both the Trinity and NERSC-8 Computing Platforms, and (iii) a description of how the proposed Platforms do or do not fit into its long-term product roadmap and a potential acquisition in the 2019 and beyond timeframe.

Summary of Required Technical Volume Proposal Documents

| Technical Volume Document No. | Title |
|--------------------------------------|------------------------------------------------------------------------------------------------------|
| 1 | <i>Exhibit "C" Form C-1 Proposed Lower-Tier Subcontractor and Vendor Experience Statement</i> |
| 2 | <i>Exhibit "C" Form H Resume of Key Personnel</i> |
| 3 | <i>Exhibit "C" Form I Summary of QA / QC Program</i> |
| 4 | <i>Exhibit "C" Form N Experience Statement</i> |
| 5 | <i>Exhibit "F", Attachment F3-2, Environment, Safety and Health History Worksheet</i> |
| 6 | <i>Technical Data Summary Sheet</i> |
| 7 | <i>Technical Design and Configuration (incorporate into the RFP Technical Requirements Document)</i> |

4. BASIS OF AWARD – BEST VALUE (Mar 2012)

LANS and the Regents of the University of California (UC) intend to evaluate proposals and select an Offeror for negotiation of subcontract awards without discussions with Offerors. Therefore, each initial proposal should contain the Offeror's best terms from a cost or price and technical standpoint. However, LANS and UC reserve the right to conduct discussions and request revised proposals from Offerors. LANS and UC also reserve the right to conduct negotiations in parallel with more than one Offeror if it deems that decision to be in their best interests.

LANS and UC intend to make awards resulting from this solicitation to the responsible Offeror(s) whose proposal(s), conforming to the Request for Proposal Documents, will be most advantageous to LANS in furtherance of its collaboration with Sandia National Laboratories in the New Mexico Alliance for Computing at Extreme Scales (ACES), and to UC in furtherance of its operation of the National Energy Research Computing Center (NERSC), considering price and other factors identified in this RFP.

An Offeror shall provide a written proposal, fully compliant with these Instructions to Offerors. Award may not be made to any Offeror who has not been responsive to all instructions, certifications, and representations indicated in this solicitation, or cannot satisfactorily demonstrate within its proposal the ability to perform all subcontract requirements.

Only information contained in a proposal or furnished by an Offeror during an oral presentation, if applicable, will be evaluated.

Awards will be made to the offeror whose proposal contains the combination of factors offering the best overall value to LANS and UC. Assessment of best overall value will be determined by comparing each proposal in terms of the various proposed technical or management features to the proposed price. In performing this trade-off analysis, LANS and UC are more concerned with superior technical and/or management features than with making an award at the lowest price. However, the awards will not be made at a higher price to achieve only slightly better technical or management features.

Final Selection will be based on the results of the technical and price evaluations. In the event the ratings for technical proposals are substantially equal, the proposed price will be a greater factor in the selection of a proposal for award. Award may be made to an offeror whose technical proposal is superior, but whose price is not the lowest.

Proposal Evaluation

A proposal for the complete Trinity and NERSC-8 systems is required. Incomplete proposals or proposals for other than the complete Trinity and NERSC-8 systems as described in the Technical Requirements Document, including Options (Technical Options and Additional System Options), will be considered non-responsive and may be rejected.

Complete proposals will be evaluated against the Mandatory Requirements, Technical Evaluation Criteria, and Price Evaluation Criteria stated below.

A. Mandatory Requirements

Technical Proposals will undergo an initial review to determine whether they meet all Mandatory Requirements within the Technical Requirements Document. Mandatory Requirements are the requirements an Offeror must meet for its proposal to be considered responsive/acceptable. Technical Proposals that do not meet each and every Mandatory Requirement will be deemed non-responsive/unacceptable, will be rejected, and will not be evaluated in accordance with the Technical Evaluation Criteria in Section B below.

B. Technical Evaluation Criteria

1. Technical Proposals that meet all Mandatory Requirements will undergo a Technical Evaluation. Technical Evaluations will be assessments of the data/information Offerors provide in their Technical Proposals in response to the Technical Requirements Document and especially to those requirements that are designated therein as Target Design Requirements and Options.
 - a) Target Design Requirements. Target Design Requirements may be features, performance characteristics, or other properties. It is desirable that an Offeror's technical design of Trinity and NERSC-8 meets or exceeds the Target Design Requirements. If a Target Design Requirement cannot be met it is desirable that the Offeror provide a development and deployment plan, including a schedule, to satisfy the requirement.

The Offeror shall address all Target Design Requirements by describing how the proposed system meets or exceeds the requirement or by providing a development and deployment plan to satisfy the requirement.

- b) Options. The SSC will evaluate all Options. Only the Options determined to be in the best interest of LANS and UC will be selected, although the Options selected for each of the two platforms may be different.

The SSC will downgrade any proposal that does not responsively address each of the Target Design Requirements and Options. The order of Target Design Requirements and Options within the Technical Requirements Document does not imply a ranked priority of importance.

2. Offerors' Technical Proposals will be evaluated considering the following Technical Evaluation Criteria. There is no priority or weight assigned to these Technical Evaluation Criteria; rather, Offeror's responses are evaluated considering the criteria as a composite:

- a) Technical Design/Function – Evaluation of Technical Design/Function deals with “what” will be delivered. Proposal responses will be evaluated considering the following Technical Design/Function criteria:
- i. How well the Offeror's proposed architecture satisfies the current mission needs and provides a well documented path to the next generation architecture technology.
 - ii. How well the Offeror's overall technical approach satisfies the requirements and the overall quality of the technical approach and the platforms.
 - iii. Value added of various other additional features, components, performance characteristics, or other properties proposed by Offeror.
 - iv. The extent to which the proposed platforms' designs promote efficient hardware problem identification and problem resolution with minimal system disruption.
 - v. The extent to which the proposed platforms' packaging effectively balances reliability, power, cooling, and floor space requirements.
 - vi. The extent to which the Offeror's proposal provides innovative solutions to address the technical challenges of the computing platforms.
 - vii. The extent to which the proposed platforms' computational capabilities and operating environments are easily accessible and useable.
- b) Performance Capability – Evaluation of Performance Capability deals with the Offeror's past performance and expertise. Proposals will be evaluated considering the following Performance Capability criteria:
- i. The Offeror's experience and past performance in providing high-end capability computing systems and its commitment to customers;
 - ii. Assessment of project risks with regard to the Offeror meeting the technical, support, and schedule requirements of this solicitation.

3. If the SSC Chairperson determines it will be beneficial in evaluating Technical Proposals, the SSC may:
 - a) check references furnished by Offerors and conduct site visits to Offerors' facilities.
 - b) conduct oral presentations of Offerors' proposals. Oral presentations may be scheduled for dates/times approximately ten (10) days after the scheduled proposal due date. Presentations will be limited to one (1) hour, followed by an appropriate time period for questions and answers. An Offeror's Oral presentation may positively or negatively impact its technical rating.

C. Price Evaluation Criteria

An Offeror's Price Proposal shall be submitted as a Firm-Fixed Price. An Offeror's Price Proposal will be evaluated for reasonableness, realism, and materially balanced pricing in relation to its Technical Proposal. Proposals whose prices are not reasonable, realistic, or are materially unbalanced between the Trinity and NERSC-8 Computing Platforms and/or any of the option prices may be downgraded or eliminated from further consideration.

1. The SSC will evaluate all Options. Only the Options determined to be in the best interest of LANS and UC will be selected, although the Options selected for each of the two platforms may be different.
2. An Offeror must propose a price for each Option. Any Option that is not priced will be assigned a price for evaluation purposes. The assigned price will be equal to the highest price proposed by any other Offeror for that Option.

The SSC's Price Evaluation of an offer will be used in performing a price versus technical trade-off analysis as the final step of the process to make a recommendation to the Source Selection Official as to which proposal offers the best overall value to LANS and UC.

5. OTHER AWARD CONSIDERATIONS (Mar 2012)

LANS and UC may: (i) reject any or all proposals if such action is in their best interest; and (ii) waive informalities and minor irregularities in proposals received. LANS and UC reserve the right to make multiple awards or make no award if it deems that decision to be in their best interest.

Failure of any Offeror, to whom an award is offered, to properly execute and return the award document, together with other required submittals, within the time specified, will cause LANS and the UC to suffer damage, the amount of which is difficult, if not impossible to ascertain. Therefore, LANS and UC shall be entitled to remedies at law, to declare a breach of the award document by such Offeror, and to make award to another Offeror in accordance with the provisions of the Request for Proposal Documents.

LANS and UC may, at their sole discretion, conduct a pre-award survey. A survey team may visit an Offeror's facility to determine its ability to perform. The team may also evaluate an Offeror's system for determining the financial and technical ability of any proposed lower-tier subcontractors or suppliers. Any equipment to be used in performance of the proposed subcontract is also subject to inspection and approval. Failure of an Offeror to abide by this provision may be grounds for rejection of the Offeror's proposal.

The terms and conditions contained in the sample subcontract documents will be included in the resultant award documents. LANS and UC do not intend to make changes to those terms and conditions, unless necessary to clarify the scope of work and/or technical requirements. Failure to accept the terms and conditions may result in significant unacceptable delays in LANS' and UC's

ability to make their respective awards and may result in an Offeror's proposal being deemed to be nonresponsive. Nonetheless, if an Offeror must take exception or suggest a deviation to a specific term or condition, the Offeror shall complete Form RFP OED, Offeror's Exceptions and Deviations, found in the Supplier Forms Library at the following web site and must submit the form with its proposal. <http://www.lanl.gov/business/vendors/supplier-forms.php>

6. ALTERNATIVE PROPOSALS:

If an Offeror wishes to submit an Alternative Proposal, the Offeror shall provide it as a full, separate and distinct proposal submission received by LANS in full compliance with these RFP Instructions to Offerors.

7. EXAMINATION OF REQUEST FOR PROPOSAL DOCUMENTS (Mar 2012)

Any Offeror planning to submit a proposal is responsible for examining with appropriate care the complete Request for Proposal Documents and all addenda, and for informing itself with respect to all conditions which might in any way affect the cost or the performance of the Work. Failure to do so will be at the sole risk of the Offeror, who is deemed to have included all costs for performance of the Work in its proposal. Should an Offeror find discrepancies in, or omissions from, the Request for Proposal Documents, or should their intent or meaning appear unclear or ambiguous, or should any other question arise relative to the Request for Proposal Documents, such Offeror shall promptly notify the LANS Procurement Specialist in writing as stated in the RFP Invitation Letter. The Offeror making such notification will be solely responsible for its timely receipt by the LANS Procurement Specialist. Replies to such notices may be made in the form of supplementary correspondence or, as appropriate, an addendum to the Request for Proposal Documents which will be issued simultaneously to all persons who have registered their intent to submit a proposal with the LANS Procurement Specialist.

Any prospective Offeror desiring an explanation or interpretation of the Request for Proposal Documents must submit questions in writing no later than August 30, 2013. No oral inquiries will be accepted. Oral explanations or instructions given before the award of the subcontract will not be binding on LANS. Any information given to a prospective Offeror concerning a Request for Proposal will be furnished promptly to all other prospective Offerors as an Addendum to the Request for Proposal, if that information is necessary in submitting proposals or if the lack of it would be prejudicial to any other prospective Offeror.

8. OFFEROR'S MODIFICATION AND WITHDRAWAL OF PROPOSALS (Jun 2009)

An Offeror may modify or withdraw its proposal by written notice, provided that the notice is received by LANS, at the address to which proposals are to be submitted, prior to the proposal due date. Submissions of a new proposal shall be in accordance with the section entitled "PREPARATION AND SUBMISSION OF PROPOSALS."

9. SITE CONDITIONS (Mar 2012)

Each Offeror is expected to be fully informed regarding all existing and expected conditions and matters which might in any way affect the cost or the performance of the Work. Arrangements may be made for visiting the project areas by contacting LANS' Procurement Specialist in writing and any failure to fully investigate the jobsite shall not relieve the Offeror from responsibility for estimating properly the difficulty or cost of successfully performing the Work.

10. DISCLOSURE OF PROPOSAL DATA (Jun 2009)

Offerors who include in their proposals data that they do not want disclosed to the public for any purpose except for evaluation purposes shall -

- a) Mark the title page with the following legend:

"This proposal includes data that shall not be duplicated, used, or disclosed - in whole or in part - for any purpose other than to evaluate

this proposal. The data subject to this restriction are contained in sheets [insert numbers or other identification of sheet]," and

- b) Mark each sheet of data they wish to restrict with the following legend:

"Use or disclosure of data contained on this sheet is subject to the restriction on the title page of this proposal."

If, however, a subcontract is awarded to this Offeror as a result of - or in connection with - the submission of this data, LANS shall have the right to duplicate, use or disclose the data to the extent provided in the resulting subcontract. This restriction does not limit LANS' rights to use information obtained in this data if it is obtained from another source without restriction.

11. INTELLECTUAL PROPERTY

It is anticipated that DOE/NNSA will grant a class advance waiver on intellectual property for subcontract awards under this project that will allow an awardee that is a large business, and any first tier subcontractor of that awardee, to assert copyright to its works of authorship and to elect title to its subject inventions without prior approval from the Government. If this class advance waiver is granted, explicit language of the waiver will be inserted to this RFP via amendment.

Cost sharing is a condition of the class advance waiver for a large business awardee. In accordance with DOE requirements, a large business must fund at least 40% of the total price of performance under its subcontract to have the class advance waiver language included in that subcontract. All Offerors shall include the total price of performance in their proposals and Offerors that are large businesses must make a specific assertion accepting the 40% share (or offering to share more than 40%) in order to obtain the terms of the class advance waiver. Offerors that are large businesses, that do not accept the 40% share, and that may be selected for award will be subject to the existing FAR and DEAR intellectual property clauses in Appendix SFA-1 FAR & DEAR Clauses Incorporated by Reference / LBNL General Provisions in the LANS and UC Sample Subcontracts.

A large business Offeror that desires a lower cost share percentage or different terms than those granted in the class advance waiver would be required to negotiate directly with DOE/NNSA. However, those negotiations would be time consuming and would not allow LANS and UC to maintain their schedules. As a result, LANS and UC may view the Offeror's proposal less favorably than a proposal from another Offeror that is willing to cost share at least 40% and accept the class advance waiver provisions as is.

Offerors that are small businesses or non-profit entities and that may be selected for award should note that the class advance waiver provisions for patents will not be included in a subcontract. By statute, a small business may elect title to its subject invention without prior approval from the Government.

Foreign owned or controlled Offerors and proposed foreign owned or controlled subcontractors to an Offeror at any tier are not eligible to receive the class advance waiver provisions. These entities will be subject to the existing FAR and DEAR intellectual property clauses in Appendix SFA-1 FAR & DEAR Clauses Incorporated by Reference / LBNL General Provisions in the LANS and UC Sample Subcontracts.

12. REGIONAL PURCHASING PRICING PREFERENCE (Mar 2012)

This clause will apply only to the evaluation of pricing for Trinity. It will not apply to the evaluation of pricing for NERSC-8.

In accordance with Appendix M of the LANS' Prime Contract with DOE/NNSA, LANS will maximize procurement opportunities for Northern New Mexico (NNM) small business concerns by providing a Regional Purchasing Pricing Preference in acquisitions exceeding the LANL

competitive threshold of \$100,000. The price preference will be given by adding a 5% adjustment factor to the proposed total price/cost including priced options of those bidders/offerors whose businesses do not meet the definition of a NNM small business concern.

A NNM small business concern is a small business that is actively engaged in doing business in NNM, has an operative business location in NNM, and uses labor from NNM. NNM includes the counties of Taos, Santa Fe, Rio Arriba, Sandoval, Mora, San Miguel, and Los Alamos, and the eight regional Pueblos of Nambe, Picuris, Pojoaque, San Ildefonso, Ohkay Owingeh (formerly known as San Juan), Santa Clara, Taos, and Tesuque.

If a business claims to be a NNM small business concern, it must demonstrate to LANS' satisfaction when requested, through the submission of New Mexico gross receipts tax and unemployment compensation tax forms or otherwise, that for the calendar year preceding the submission of its bid/offer that:

it has been properly authorized to do business and has been operating in NNM with a staff of three or more full time equivalent employees (of which 51% must reside in NNM), and that it currently has a facility in NNM that can support the business activity contemplated by the Statement of Work / Scope of Work;

or

it has historically operated in NNM with two or less full time equivalent employees who reside in NNM, it is independently owned (i.e., its owner(s) exercise(s) close control over operations and decisions which are not subject to control or the power to control by others), its majority ownership interest is held by residents of NNM, it has been properly authorized to do business in NNM and it currently has a facility in NNM that can support the business activity contemplated by the Statement of Work / Scope of Work.

13. SUBCONTRACTOR'S REGIONAL AND COMMUNITY DEVELOPMENT PLAN (Jun 2009)

This clause will apply only to any subcontract award by LANS for Trinity. It will not apply to any subcontract award by UC for NERSC-8.

Under the prime contract between LANS and DOE/NNSA, LANS is required to enhance economic development and economic diversification of the Northern New Mexico (NNM) region, which includes the counties of Taos, Santa Fe, Rio Arriba, Sandoval, Mora, San Miguel, and Los Alamos, and the eight regional Pueblos of Nambe, Picuris, Pojoaque, San Ildefonso, Ohkay Owingeh (formerly known as San Juan), Santa Clara, Taos, and Tesuque. To achieve this end, LANS is flowing down this requirement in major subcontracts.

As part of its response to this RFP, an Offeror shall state the total dollar amount or percentage of amounts invoiced to LANS that it will commit to spend on economic development and diversification of NNM during the term of this subcontract.

The successful Offeror (i.e. SUBCONTRACTOR) will be required to develop and submit a Subcontractor's Regional and Community Development Plan (SRCDP) that will detail how the Offeror's financial commitment will be used to support economic development and diversification in NNM. The SRCDP will state the Subcontractor's activities and goals for each year of the subcontract. See Table 1 below for examples of activities that enhance economic development and diversification. Impacts that result as a natural course of performing the subcontract shall not be listed as SRCDP commitments. Some of those impacts are:

- Small business procurement requirements stated elsewhere in the subcontract.
- Employment creation resulting from subcontract performance (i.e., hiring NNM residents to perform subcontract work).
- Corporate relocation or establishment of a company office to NNM solely to administer LANS subcontracts.

The successful Offeror will begin developing a SRCDP immediately upon notice of award and shall deliver its proposed SRCDP to the LANS Procurement Specialist for review and approval within 60 days after notice of award. The SUBCONTRACTOR'S approved SRCDP shall be incorporated into the subcontract by reference through a subcontract modification, and shall apply with the same force and effect as if incorporated in full text.

During performance of the subcontract, the successful Offeror shall maintain records, including receipts, payroll information, and any other documents that demonstrate compliance with its SRCDP. The successful Offeror shall submit reports to LANS semi-annually documenting its compliance with its SRCDP and, if requested by LANS, shall provide evidence to substantiate any statement contained in a report.

The successful Offeror will work with:

- The LANL Community Program Office, which will guide the SUBCONTRACTOR with SRCDP formatting, reporting, modification and evaluation requirements and procedures.
- The Regional Development Corporation (RDC) or the LANL Designated Community Development Organization, which will provide an orientation to economic development in Northern New Mexico and assist the SUBCONTRACTOR in selecting viable projects;
- The Consortium of Major LANL Subcontractors, which will outline its strategy for pooling resources to address regional economic development and assist the SUBCONTRACTOR in project selection; and
- The LANL Community Program Office, which will administer approved plans and determine compliance with the plan's requirements.

TABLE 1.

| Regional and Community Development Plan Categories <i>Activities will target populations in Northern New Mexico (NNM), defined as the counties of Taos, Santa Fe, Rio Arriba, Sandoval, Mora, San Miguel, and Los Alamos, and the eight regional Pueblos of Nambe, Picuris, Pojoaque, San Ildefonso, Ohkay Owingeh (formerly known as San Juan), Santa Clara, Taos, and Tesuque.</i> | | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Economic Development (ED) | Educational Enrichment | Corporate Citizenship |
| <p>Subcontracting with Northern New Mexico small business concerns. A NNM small business concern is a small business that is actively engaged in doing business in NNM; has an operative business location in NNM, and uses labor from NNM.</p> <p>Entrepreneurship development such as protégé/mentorship, new business creation, relocation of small business to NNM which employs local people, or provision of below- market priced or free office space.</p> <p>Direct venture capital investment in local start-up businesses.</p> <p>Grant Pool Contributions.</p> <p>Pro Bono Technical Assistance for the region's ED initiatives (e.g. water, wastewater, transportation,</p> | <p>Establishment or participation in such programs as:</p> <ul style="list-style-type: none"> • Academic awards; • Scholarships or cooperative agreements with area schools and colleges; • Training; • Student mentoring; and • Apprenticeships. <p>Contributions to Regional</p> | <p>Tangible support of civic and charitable organizations in NNM, such as the United Way, Chambers of Commerce or YMCA.</p> <p>Employees volunteer time in community service work.</p> |

| Regional and Community Development Plan Categories | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|------------------------------|
| <i>Activities will target populations in Northern New Mexico (NNM), defined as the counties of Taos, Santa Fe, Rio Arriba, Sandoval, Mora, San Miguel, and Los Alamos, and the eight regional Pueblos of Nambe, Picuris, Pojoaque, San Ildefonso, Ohkay Owingeh (formerly known as San Juan), Santa Clara, Taos, and Tesuque.</i> | | |
| Economic Development (ED) | Educational Enrichment | Corporate Citizenship |
| <p>alternative energy, telecommunications, land use).</p> <p>Financial contributions to ED organizations, loan pools, and grants to ED initiatives.</p> <p>In-kind contributions of volunteer time and equipment to ED initiatives.</p> <p>Sponsorship of ED Public Events such as trade fairs, job fairs, and ED Forums and Roundtables.</p> <p>Workforce development where the purpose of specialized training programs is tied to immediate employer needs and job creation, such as construction/technical apprenticeships, special skills training or professional training.</p> <p>Establishment of corporate regional office.</p> | Educational Foundations. | |

14. REVERSE E-AUCTION (Jun 2009)

Offerors may be required to use the National Nuclear Security Administration (NNSA) online bidding system to submit real-time, online competitive bids to provide the Work described in the Technical Requirements Document. Only pre-qualified Offerors will be permitted to participate in this online event. Event information and procedures to be followed will be distributed as appropriate.

15. NOTICE TO UNSUCCESSFUL OFFEROR(S) (Jun 2009)

LANS will provide prompt written notice to an Offeror who is not selected for award. This notice will not disclose pricing issues. In those instances where award is based on factors other than price, unsuccessful Offerors may submit a written request for individual debriefings. These requests must be received by LANS within five (5) working days of the date of Offeror's receipt of LANS' notice regarding non-selection.

16. LANS AWARD PROTEST PROCEDURES (Jun 2009)

By responding to this RFP, an Offeror agrees that the procedures specified below are the sole remedy available for resolution of a protest to any action or inaction arising from or related to the award of the resultant subcontracts.

Time For Filing A Protest: A protest should be submitted to the LANS Associate Director of Business Services (ADBS) within seven (7) calendar days of the date that an Offeror knows or should have known the basis of its protest, and in no event, not later than seven (7) calendar days after award.

Submission of Protest: The ADBS's mailing address is:
Associate Director of Business Services
MS A108

PO Box 1663
Los Alamos, NM 87545
and telefax number is 505-667-5624

With a copy submitted to:
Acquisition Services Manager
MS P201
PO Box 1663
Los Alamos, NM 87545
and telefax number is 505-667-3348.

Protest Format: A protest must be signed and must contain the following information:

- The name, address, telefax and telephone numbers of the Offeror;
- The solicitation or subcontract number;
- A detailed statement of the factual and legal grounds for the protest, including a description of the alleged harm suffered by the Offeror;
- Copies of relevant documents; and
- A request for a ruling on the protest and statement of the relief sought.

Grounds for Dismissal: A protest may be dismissed by the ADBS, in writing, if it:

- Has not been filed by an Offeror;
- Has not been filed in a timely manner;
- Fails to state grounds sufficient to justify relief;
- Is not remediable through corrective action by the ADBS; or
- Is frivolous.

If the protest is not subject to dismissal, the ADBS or his/her designee will, within five (5) calendar days of receipt of an protest, conduct a telephone scheduling conference with the Offeror, the Procurement Specialist, and other appropriate individuals to establish deadlines for (1) oral or written arguments, and (2) if necessary, oral and/or written responses.

Decision on Protest After considering the arguments and responses of the parties, the ADBS or his/her designee shall promptly issue a written decision. The protest shall be granted if the protesting Offeror demonstrates that the action or inaction, which is the subject of the protest, lacked a rational basis or was not in the best interests of LANL. The decision rendered by the ADBS or his/her designee shall be final and conclusive and not subject to any further review.

Relief: Financial remuneration is not an available form of relief. However, if the objection is affirmed, the ADBS or his/her designee may grant appropriate relief, such as:

- Amending the solicitation;
- Issuing a new solicitation;
- Re-evaluation the proposals or bids and directing award of the subcontract in accordance with applicable laws, regulations and LANS policies;
- Refraining from exercising options under the subcontract;
- Terminating the subcontract; or
- Any other relief the ADBS or his/her designee determines is appropriate.

17. NOTICE CONCERNING NEW MEXICO GROSS RECEIPTS TAX (Mar 2012)

This clause will apply only to any subcontract award by LANS for Trinity. It will not apply to any subcontract award by UC for NERSC-8.

New Mexico Gross Receipts Tax (NMGR) is unique to New Mexico and, unlike a sales tax, is an excise tax imposed on the seller of certain goods and services in exchange for the privilege of doing business in New Mexico. Additional information on NMGR is contained in FYI-105, a

publication of the New Mexico Taxation and Revenue Department, which may be found at <http://www.tax.state.nm.us/pubs/fyi-105.pdf>.

LANS issues various types of New Mexico Non-Taxable Transaction Certificates (NTTC) to its subcontractors, which entitle the certificate holder to take appropriate deductions from NMGR on its Combined Reports Form (CRS-1) that is submitted to the New Mexico Taxation and Revenue Department. An NTTC issued by LANS to a subcontractor can only be used to support that subcontractor's deductions; it does not entitle a subcontractor's immediate and/or lower-tier subcontractors, including any individuals and entities that are issued an IRS Form 1099, to any deductions or exemptions from NMGR under New Mexico law. However, a subcontractor may be entitled to issue an NTTC to its immediate and lower tier subcontractors under certain conditions. Consequently, each Offeror is encouraged to consult with its tax advisor prior to submitting its proposal if it has any questions regarding NMGR.

Since the successful Offeror (i.e. SUBCONTRACTOR) will be issued one or more NTTCs by LANS as appropriate, LANS will not pay NMGR to SUBCONTRACTOR for work performed by its own employees. However, LANS may pay SUBCONTRACTOR for NMGR paid to its lower-tier subcontractors, if such lower-tier subcontractors are not eligible for applicable deductions or exemptions from NMGR under New Mexico law and such ineligibility was justified in SUBCONTRACTOR'S proposal.

Each Offeror shall complete and submit the *New Mexico Non-Taxable Transaction Certificate (NM NTTC) Form* as specified in the form. The information contained in the form will be used by LANS to issue appropriate NTTCs to the successful Offeror. Upon award of a subcontract the successful Offeror can obtain a copy of this document by contacting the LANS Procurement Specialist.

This notice is not intended to provide tax advice. Employees of LANS are not qualified or permitted to give tax advice.

18. ELECTRONIC FUNDS TRANSFER AUTHORIZATION FORM (Mar 2012)

This clause will apply only to any subcontract award by LANS for Trinity. It will not apply to any subcontract award by UC for NERSC-8.

LANS prefers to transmit payment for invoices using the federal Automated Clearing House (ACH) process. This process reduces the number of days it takes for a subcontractor to receive their money. In order to participate in ACH, Offerors must complete and return Electronic Funds Transfer Authorization Forms for both LANS and UC. Upon award of a subcontract, the successful Offeror can obtain authorization forms by contacting the LANS Procurement Specialist.

19. SUBMISSION OF OPERATIONS SECURITY (OPSEC) PLAN AFTER AWARD (Jan 2010)

This clause will apply only to any subcontract award by LANS for Trinity. It will not apply to any subcontract award by UC for NERSC-8.

Upon award of a subcontract, SUBCONTRACTOR shall develop, with assistance from LANS' Operations Security Program Office, implement and sustain a DOE OPSEC Plan. Upon award of a subcontract the successful Offeror can obtain a template for developing this document by contacting the LANS Procurement Specialist. SUBCONTRACTOR'S OPSEC Plan shall be approved by LANS' Office of Counterintelligence, Operations Security Program Office before work may begin.